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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAFE MARBELLA, INC.
(Corporation Name) (Document #)

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2. _____
(Corporation Name) (Document #)

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| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
STATEMENT OF STATUS
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CAFE MARBELLA, INC.

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ARTICLE I – NAME

The name of this Corporation is CAFE MARBELLA, INC., initial address: 188 NE 3rd AVENUE, MIAMI, FLORIDA 33132.

ARTICLE II – DURATION

This Corporation shall have perpetual existence commencing on April 15, 2002.

ARTICLE III – PURPOSE

This Corporation may engage in Restaurant, Cafeteria or any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of ONE (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is JAMES OROPALLO, 188 NE 3rd Ave, MIAMI, FLORIDA 33132.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall ONE (1) Director, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

Name
JAMES OROPALLO

Office
President

Address
188 NE 3rd Avenue
MIAMI, FL 33132

ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX – PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

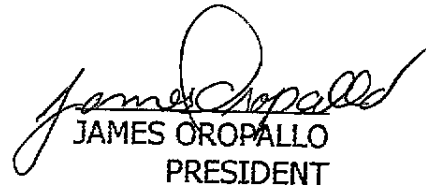
ARTICLE X – INCORPORATOR

The name and address of the person signing these Articles is JAMES OROPALLO, 188 NE 3rd Avenue, MIAMI, FL. 33132.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to be filed in the office of the Secretary of State, these Articles of Incorporation.


JAMES OROPALLO
PRESIDENT

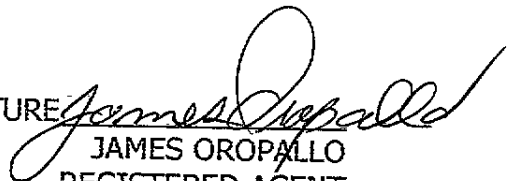
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that CAFE MARBELLA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation has named JAMES OROPALLO, located at 188 NE 3rd Avenue, Miami, FL. 33131, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


JAMES OROPALLO
REGISTERED AGENT

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